

DEC 31 2002

## ARTICLES OF CONVERSION

Corporations Section

Pursuant to the provisions of Article 5.18 of the Texas Business Corporation Act, Allco, Inc., a Texas corporation, adopts the following Articles of Conversion:

1. The converting entity is Allco, Inc. (the "Corporation") which is a business corporation incorporated under the laws of the State of Texas.
2. A plan of conversion for the Corporation has been approved by the shareholders and board of directors of the Corporation for the conversion of the Corporation to a Texas limited partnership known as Allco, Ltd. (the "Limited Partnership"). The Plan of Conversion shall be effective on January 1, 2003.
3. An executed plan of conversion is on file at the principal place of business of the Corporation whose address is 6720 College Street, Beaumont, Texas 77707, and an executed plan of conversion will be on file from and after the conversion at the principal place of business of the Limited Partnership whose address is 6720 College Street, Beaumont, Texas 77707.
4. A copy of the plan of conversion will be furnished by the Corporation prior to the conversion or the Limited Partnership after the conversion, on written request and without cost to any shareholder of the Corporation or any partner of the Limited Partnership.
5. The Corporation has 100,000 shares of common stock outstanding, which are its only outstanding shares.
6. The shareholders owning all 100,000 shares of stock of the Corporation voted in favor of the Plan of Conversion, and no shares were voted against the Plan of Conversion.
7. In accordance with Article 5.18 of the Texas Business Corporation Act, the Limited Partnership shall be responsible for the payment of all fees and franchise taxes owing by the Corporation, and the Limited Partnership will be obligated to pay all such fees and franchise taxes, if the same are not timely paid.

Executed effective this the 27<sup>th</sup> day of December, 2002.

ALLCO, INC.

By: 

E. R. ALLEN,  
Its Vice President

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In the Office of the  
Secretary of State of Texas  
APR 22 1985

ARTICLES OF INCORPORATION  
FOR  
ALLCO, INC.

Clerk L.D.  
Corporations Section

I, the undersigned natural person over the age of eighteen (18) years, am a citizen of the State of Texas, acting as an incorporator of a corporation under the Texas Business Corporation Act, and do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is ALLCO, INC.

ARTICLE II

The period of duration is perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

(a) To engage in or transact any business, which may be from time to time authorized or approved by the Board of Directors of this Corporation or to carry on any other trade or business, including the purchase of stock in any other corporation, which can, in the opinion of the Board of Directors of the Company, be advantageously carried on in connection with or auxiliary to those described in the above clause of this Article III, and to do all such things as are incidental or conducive to the attainment of the above objectives, or any of them, subject to the laws of the State of Texas;

(b) To enter into any lawful arrangements for sharing profits and/or losses in any transaction or transactions, and to promote and organize other corporations;

(c) To have and to exercise all rights and powers that are now, or may hereafter be, granted to a corporation by law.

The foregoing shall be construed as objects, purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the powers now, or hereafter, conferred on this corporation by the laws of the State of Texas.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Five Hundred Thousand (500,000) shares of non-assessable common stock having par value of \$1.00 each.

## ARTICLE V

The corporation shall not commence business until it has received for the issuance of its shares consideration of the value of One Thousand and no/100 (\$1,000.00).

## ARTICLE VI

The street address of its initial registered office is 8535 Homer Drive, Beaumont, Texas 77708 and the name of its initial registered agent at such address is Eugene R. Allen.

## ARTICLE VII

The number of Directors constituting the initial Board of Directors is one (1) and the names and addresses of the individuals to serve as Directors until the first annual meeting of the Shareholders or until their successor or successors are elected and qualified are:

Eugene R. Allen

8535 Homer Drive  
Beaumont, Texas 77708

## ARTICLE VIII

The name and address of the Incorporator is Joe F. Canterbury, Jr., 5550 LBJ Freeway, Suite 800, Dallas, Texas 75240.

IN WITNESS WHEREOF, I hereunto set my hand and seal on this the 17 day of April, 1985.

STATE OF TEXAS  
COUNTY OF DALLAS

*Joe F. Canterbury, Jr.*  
JOE F. CANTERBURY, JR.

I, the undersigned authority, a Notary Public for the State of Texas, on this day personally appeared Joe F. Canterbury, Jr., who after being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator and that the statements therein contained are true and correct.

Dated this the 17 day of April, 1985.

(SEAL)

*Queen Dawn Cosh*  
Notary Public in and for the State of Texas

3-31-88  
My commission expires



**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ALLCO, LTD.**

1. The name of the limited partnership is Allco, Ltd.
2. The initial registered agent of the limited partnership is T. W. Harrison and the address of the initial registered office of the limited partnership is 6720 College, Beaumont, Texas 77707. The principal office of the limited partnership is 6720 College Beaumont, Texas 77707.

3. The name and mailing address of each of the general partners of the limited partnership are as follows:

NAME:

ADDRESS:

T. W. Harrison, L.L.C.

P.O. Box 3684  
Beaumont, Texas 77704

E. R. Allen, L.L.C.

P.O. Box 3684  
Beaumont, Texas 77704

4. The limited partnership is formed pursuant to a plan of conversion under Article 5.17 of the Texas Business Corporation Act and Section 2.15 of the Texas Revised Limited Partnership Act, which formation is to be effective on January 1, 2003.

5. The entity which is being converted into a limited partnership pursuant to Article 5.17 of the Texas Business Corporation Act and Section 2.15 of the Texas Revised Limited Partnership Act is Allco, Inc., which is a business corporation formed under the laws of the State of Texas on April 22, 1985, whose address is P.O. Box, Beaumont, Texas 77704.

6. PARTNERSHIP INTERESTS IN THE PARTNERSHIP CREATED PURSUANT TO THIS CERTIFICATE WILL BE SUBJECT TO VARIOUS RESTRICTIONS ON TRANSFER WHICH ARE SET FORTH IN THE PARTNERSHIP AGREEMENT.

This Certificate is executed this the 27<sup>th</sup> day of December, 2002, by all of the general partners of the limited partnership.

This Certificate is executed this the 27<sup>th</sup> day of December, 2002, by all of the general partners of the limited partnership.

T. W. Harrison, L.L.C.

By: 

E. R. Allen,  
Its Vice President

E. R. Allen, L.L.C.

By: 

E. R. Allen,  
Its President